

Hearing Date and Time: August 16, 2007 at 10:00 a.m.
Response Date and Time: August 9, 2007 at 4:00 p.m.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
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DELPHI CORPORATION, *et al.*, : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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**RESPONSE OF FURUKAWA ELECTRIC NORTH AMERICA APD AND FURUKAWA
ELECTRIC CO., LTD. TO DEBTORS' 19TH OMNIBUS CLAIMS OBJECTION
(REGARDING CLAIM NO. 10574)**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Furukawa Electric North America APD, Inc. and Furukawa Electric Co., Ltd.

(together "Furukawa") hereby respond to the Debtors' Nineteenth Omnibus Claims Objection to
Claim No. 10574, and in support of such response, respectfully represent as follows:

BACKGROUND

1. On October 8 and 14, 2005, Delphi Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors"), filed voluntary petitions with this Court for reorganization relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.*, as amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors' Chapter 11 cases.

2. No trustee or examiner has been appointed in the Debtors' cases. On October 17, 2005, the United States Trustee appointed an Official Committee of Unsecured Creditors. On April 28, 2006, the United States Trustee appointed an Official Committee of Equity Holders.

3. On or about July 13, 2007, the Debtors filed their 19th Omnibus Claims Objection. In the 19th Omnibus Claims Objection, the Debtors asserted a series of objections to various claims or groups of claims, including claims listed on Exhibit D-3, which were described by the Debtors as "claims subject to modification and reclamation agreement" or "modified claims asserting reclamation."

4. On Exhibit D-3, and in particular at page 2 of Exhibit D-3, Delphi listed (and thus objected to) Furukawa's Claim No. 10574. That claim, as filed, has two components: (1) an unsecured non-priority claim in the amount of \$4,756,206.56 and (2) a secured claim in the amount of \$312,926.79. The total claim, therefore, is \$5,069,133.35. On Exhibit D-3, at the referenced page 2, Delphi "modified" Furukawa's non-priority unsecured claim by reducing it to

\$4,063,031.97, a reduction of \$693,174.59, and modified Furukawa's secured claim by reducing it to an unsecured claim of \$266,332.33, and a priority claim of \$988.18, a net reduction of \$45,606.28.

5. Delphi provided no explanation for these proposed reductions, other than the general language set forth in subsection K of its motion papers (pages 19-20 of the 19th Omnibus Claims Objection). One of the bases stated there is the Debtors' allegation that certain claims "state the incorrect amount or are overstated, including as a result of the assertion of invalid unliquidated amounts." There are other bases set forth in the Debtors' motion papers, none of which appear applicable to the Debtors' objection to Furukawa's Claim No. 10574.

RESPONSE

6. Absent an explanation by the Debtor about why it thinks Furukawa's claim is incorrect in amount or is overstated, Furukawa has no ability to respond other than to reiterate that the accounting statements and other support submitted with Claim No. 10574 are accurate, and that the amount of the claim is correct.

7. Furukawa has attempted to correspond several times with the Debtors' counsel via email to determine (1) the basis for the Debtors' assertion that Furukawa's claim is misstated or overstated, (2) the documentary support for this assertion by the Debtors and (3) any other information that may help the parties resolve the proper amount of the claim. To date, Delphi and its counsel have not responded to these communications.

8. Absent an explanation by the Debtors for their objection, or documentary support for the objection, the Debtors have not rebutted the prescription of allowability under 11 U.S.C. § 502(a) and, accordingly, Claim No. 10574 is not subject to disallowance, in whole or in part.

Dated: August 8, 2007

Respectfully submitted,

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and Furukawa Electric Co., Ltd.

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CERTIFICATE OF SERVICE

Gerard DiConza, being duly admitted to practice in New York and before the Southern District of New York, certifies that on the 9th day of August 2007, I caused service of the Response of Furukawa Electric North America ADP, Inc. and Furukawa Electric Company to the above-captioned Debtors' Nineteenth Omnibus Claim Objection on the parties listed below by facsimile and/or by hand as indicated below.

Dated: August 9, 2007
New York, New York

/s/ Gerard DiConza
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